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WARNER BROS. ENTERTAINMENT INC.

UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA

SERENDIP LLC & WENDY  
CARLOS,

CASE NO. CV 08-07739 RGK (RCx)

## Plaintiffs,

V.

WARNER BROS. ENTERTAINMENT  
INC.

## Defendant

**DECLARATION OF LINDA M.  
BURROW IN SUPPORT OF  
WARNER BROS.  
ENTERTAINMENT INC.'S  
OPPOSITION TO PLAINTIFFS'  
MOTION FOR PARTIAL  
SUMMARY JUDGMENT;  
EXHIBITS**

WARNER BROS. ENTERTAINMENT  
INC

## Counter-claimant.

V.

SERENDIP LLC, a New York limited liability company, and WENDY CARLOS, an individual.

## Counter-defendants

[[Defendant Warner Bros. Entertainment Inc.'s Opposition to Plaintiffs' Motion for Partial Summary Judgment; Statement of Genuine Issues of Fact and Additional Material Facts; Evidentiary Objections; and Declaration of Edward Pierson filed concurrently herewith]]

**[[Proposed] Order Denying Plaintiffs' Motion for Partial Summary Judgment lodged concurrently herewith]**

Date: November 30, 2009  
Time: 9:00 a.m.  
Courtroom: 850

**DECLARATION OF LINDA M. BURROW**

I, Linda M. Burrow, declare as follows:

1. I am an attorney admitted to practice in the state of California, and am a shareholder at the law firm of Caldwell Leslie & Proctor PC (“Caldwell Leslie” or the “Firm”), counsel for Warner Bros. Entertainment Inc. (“Warner Bros.”) in this action. I am the attorney at Caldwell Leslie with primary responsibility for this case and have been involved in this litigation since its inception. I have firsthand knowledge of the facts stated herein, and could and would testify competently thereto if called as a witness in this matter.

2. Attached hereto as "Harlan Decl." is a true and correct copy of the Declaration of Jan Harlan filed on November 4, 2009 in support of Warner Bros.' Motion for Partial Summary Judgment in this case.

3. Attached hereto as "Thornburg Decl." is a true and correct copy of the Declaration of Roberta Thornburg filed on November 4, 2009 in support of Warner Bros.' Motion for Partial Summary Judgment in this case.

4. Attached hereto as "Kory Decl." is a true and correct copy of the Declaration of Michael J. Kory filed on November 4, 2009 in support of Warner Bros.' Motion for Partial Summary Judgment in this case.

5. Attached hereto as "Franklin Depo." are true and correct copies of excerpts from the Deposition of Annemarie Franklin, which I took on September 16, 2009 in New York, New York.

6. Attached hereto as "Carlos Depo." are true and correct copies of excerpts from the Deposition of Wendy Carlos, which I took on September 17, 2009 in New York, New York.

7. Attached hereto as Exhibit "1" is a true and correct copy of a release form signed by Wendy Carlos, which was marked as Exhibit No. 20 at the Deposition of Annemarie Franklin and authenticated by Ms. Franklin at 143:11-22 and by Ms. Carlos at 74:6-12.

1       8. Attached hereto as Exhibit "2" is a true and correct copy of an email  
2 dated June 27, 2003 from "wencar@nyc.rr.com" to Jan Harlan, which was produced  
3 by Plaintiffs in response to discovery in this action. This document was marked as  
4 Exhibit No. 19 at the Deposition of Annemarie Franklin and authenticated by Ms.  
5 Franklin at 142:17-143:10.

6       9. Attached hereto as Exhibit "3" is a true and correct copy of an email  
7 dated March 7, 2001 from "wencar@nyc.rr.com" to Jan Harlan, which was marked as  
8 Exhibit No. 18 at the Deposition of Annemarie Franklin. This document was also  
9 used as an exhibit to the Deposition of Wendy Carlos and authenticated by Ms.  
10 Carlos at 64:3-65:2.

11      10. Attached hereto as Exhibit "4" is a true and correct copy of an email  
12 dated April 10, 2003 from Jan Harlan to "wencar@nyc.rr.com," which was produced  
13 by Plaintiffs in conjunction with their Rule 26 initial disclosures. This document was  
14 marked as Exhibit No. 26 at the Deposition of Wendy Carlos and authenticated by  
15 Ms. Carlos at 66:13-20.

16      11. Attached hereto as Exhibit "5" is a true and correct copy of an email  
17 dated April 11, 2003 from "wencar@nyc.rr.com" to Jan Harlan, which was produced  
18 by Plaintiffs in response to discovery in this action. This document was marked as  
19 Exhibit No. 27 at the Deposition of Wendy Carlos and authenticated by Ms. Carlos at  
20 67:10-68:23.

21      12. Attached hereto as Exhibit "6" is a true and correct copy of an  
22 Agreement between Trans-Electronic Music Productions, Inc. and Polaris  
23 Productions, Inc., which was marked as Exhibit No. 4 at the Deposition of Annemarie  
24 Franklin and authenticated by Ms. Franklin at 31:21-32:19.

25      13. Attached hereto as Exhibit "7" is a true and correct copy of the music  
26 cue sheet for *A Clockwork Orange* dated March 24, 1972 which was produced by  
27 Warner Bros. in this litigation as WB000051 to WB000052. I have compared the

1 music cues in this cue sheet to the film *A Clockwork Orange* and believe it to be  
2 accurate.

3 14. Attached hereto as Exhibit "8" is a true and correct copy of a letter on  
4 Trans-Electronic Music Productions, Inc. letterhead dated March 29, 1980 from  
5 Wendy Carlos and Rachel Elkind to Stanley Kubrick. This letter was produced in this  
6 litigation as document JH 005 by Jan Harlan.

7 15. Attached hereto as Exhibit "9" is a true and correct copy of a document  
8 entitled "Composer Loanout Agreement" dated January 25, 1980 which was marked  
9 as Exhibit No. 9 at the Deposition of Annemarie Franklin and authenticated by Ms.  
10 Franklin at 94:22-24, 95:12-96:4. This document was also used as an exhibit to the  
11 Deposition of Wendy Carlos and authenticated by Ms. Carlos at 87:14-24.

12 16. Attached hereto as Exhibit "10" is a true and correct copy of a January  
13 25, 1980 letter agreement between Peregrine Filmmaatschappij, N.V. and Trans-  
14 Electronic Music Productions, Inc., which was marked as Exhibit No. 10 at the  
15 Deposition of Annemarie Franklin and authenticated by Ms. Franklin at 94:25-95:6,  
16 97:17-22. This document was also used as an exhibit to the Deposition of Wendy  
17 Carlos and authenticated by Ms. Carlos at 90:22-91:7.

18 17. Attached hereto as Exhibit "11" is a true and correct copy of an undated  
19 document entitled "Copyright Assignment," which was produced by Plaintiffs in  
20 response to discovery in this action. This document was marked as Exhibit No. 3 at  
21 the Deposition of Annemarie Franklin and authenticated by Ms. Franklin at 27:20-  
22 28:5.

23 18. Attached hereto as Exhibit "12" is a true and correct copy of a page from  
24 the website, [www.wendycarlos.com](http://www.wendycarlos.com), which my office printed on February 5, 2009.  
25 This document was marked as Exhibit No. 17 at the Deposition of Annemarie  
26 Franklin and authenticated by Ms. Franklin at 132:11-133:13.

1       19. Attached hereto as Exhibit "13" are true and correct copies of the CDs,  
2 *Rediscovering Lost Scores*, Volumes I and II, that I purchased from Amazon.com in  
3 February 2009.

4       20. Attached hereto as Exhibit "14" is a true and correct copy of an email  
5 dated February 15, 2001 from Wendy Carlos to "viviank@earthlink.net," which was  
6 produced by Plaintiffs in conjunction with their Rule 26 initial disclosures. This  
7 document was marked as Exhibit No. 13 at the Deposition of Annemarie Franklin and  
8 authenticated by Ms. Franklin at 108:18-109:22.

9       21. Attached hereto as Exhibit "15" is a true and correct copy of an email  
10 dated February 14, 2001 from "viviank@earthlink.net" to Wendy Carlos, which was  
11 produced by Plaintiffs in response to discovery in this action. This document was  
12 marked as Exhibit No. 12 at the Deposition of Annemarie Franklin and authenticated  
13 by Ms. Franklin at 107:22-108:7. This document was also used as an exhibit at the  
14 Deposition of Wendy Carlos and authenticated by Ms. Carlos at 95:25-96:7.

15       22. Attached hereto as Exhibit "16" is a true and correct copy of an email  
16 exchange between "serendip@nyc.rr.com," Ned Price and Vivian Kubrick dated  
17 February 16, 2001, which was produced by Plaintiffs in conjunction with their Rule  
18 26 initial disclosures. This document was marked as Exhibit No. 14 at the Deposition  
19 of Annemarie Franklin and authenticated by Ms. Franklin at 110:18-111:2.

20       23. Attached hereto as Exhibit "17" is a true and correct copy of a March  
21 2001 email exchange between "wencar@nyc.rr.com," Jan Harlan and Melanie Viner  
22 Cuneo, which was produced by Plaintiffs in response to discovery in this action. This  
23 document was marked as Exhibit 25 at the deposition of Wendy Carlos and  
24 authenticated by Ms. Carlos at 49:5-25.

25       24. Attached hereto as Exhibit "18" is a true and correct copy of an email  
26 dated September 5, 2006 from "serendip@nyc.rr.com" to Jan Harlan, which was  
27 produced by Plaintiffs in conjunction with their Rule 26 initial disclosures.

1       25. Attached hereto as Exhibit "19" is a true and correct copy of an email  
2 exchange dated November 3, 2006 between Jan Harlan, Annemarie Franklin and  
3 "wencar@nyc.rr.com," which was produced by Plaintiffs in response to discovery in  
4 this action.

5       26. Attached hereto as Exhibit "20" is a true and correct copy of an email  
6 exchange dated September 10, 2006 between Jan Harlan and Annemarie Franklin,  
7 which was produced by Plaintiffs in response to discovery in this action.

8       27. Attached hereto as Exhibit "21" is a true and correct copy of a  
9 September 24, 2007 letter from Annemarie Franklin to Alan F. Horn, which was  
10 marked as Exhibit No. 5 at the Deposition of Annemarie Franklin and authenticated  
11 by Ms. Franklin at 33:4-14.

13 I declare under penalty of perjury under the laws of the United States of  
14 America and the State of California that the foregoing is true and correct.

15 Executed on November 16, 2009, at Los Angeles, California

17 By LINDA M. BURROW /s/  
18

CALDWELL  
LESLIE &  
PROCTOR